Registrar's Copy

Academy Insurance Services Limited

Report and Financial Statements

Year Ended

30 June 2012

Company Number 3041967



Report and financial statements for the year ended 30 June 2012

Contents

Page:

- 1 Report of the directors
- 3 Independent auditor's report
- 5 Profit and loss account
- 6 Balance sheet
- 7 Notes forming part of the financial statements

Directors

D M Bard K R Munn

Secretary and registered office

V Farrelly, Unit 11, Horseshoe Park, Horseshoe Road, Pangbourne, RG8 7JW

Company number

3041967

Auditors

BDO LLP, Kings Wharf, 20-30 Kings Road, Reading, Berkshire, RG1 3EX

Report of the directors for the year ended 30 June 2012

The directors present their report, together with the audited financial statements, for the year ended 30 June 2012

Results and dividends

The profit and loss account is set out on page 5 and shows the profit for the year

The directors do not recommend the payment of a dividend for the year (2011 - £Nil)

Principal activities, trading review and future developments

The principal activity of the company is that of an insurance broker for general and personal insurances. It operates in and sells policies throughout the UK (excluding Northern Ireland). During the period under review there were no changes to the activities of the company nor are there any plans to change the company's activities in the future.

Due to the continuing general poor economic climate the company finished the 2012 financial year with a small reduction in turnover to £8,547,698. The profit and loss account shows that the actions taken by the directors to keep control of the overheads and maintain profit margins continues to be successful with a profit on ordinary activities before tax of £155,262. The balance sheet remains strong with net assets of £895,745 at 30 June 2012 and cash held (excluding client balances) of £643,264.

As a result of the economic downturn the company has reviewed and actively reduced its cost base. The directors believe this action will ensure that the company is able to improve margins going forward and is well placed to take advantage of any upturn in market conditions.

The directors consider turnover, gross margins, cash inflows, cash balances and the level of working capital to be the key performance indicators for the business. All of these are disclosed within the financial statements and the directors continue to be pleased with how the company is performing in relation to these KPI's in a difficult marketplace.

Overall the directors are satisfied with the progress the company has made over the year and look forward to continued successful trading in the future

Principal risks and uncertainties

The domestic insurance market is still in turmoil with further insurer consolidations and even exits continuing Despite underwriting capacity being squeezed premium increases are now no longer being carried and these reductions will continue for the foreseeable future. Our average income per policy is likely to fall. The internet aggregator sites are still strong in the market despite coming under pressure from the carriers who have seen unacceptable losses in some part caused by consumer fraud. It is in Academy's long term interest to pay more attention to the aggregators and join in where appropriate

Traditional off the page advertising remains ineffective and a larger proportion of our marketing budget is being directed towards internet search engines and localised advertising. Pressure on our renewal retention and acquisition costs continues but again has been offset by higher income per policy.

Charitable and political donations

During the year the company made charitable contributions of £3,508 (2011 - £3,595) There were no political contributions

Report of the directors for the year ended 30 June 2012 (continued)

Directors

The directors of the company during the year were as follows

D M Bard K R Munn

At 30 June 2012, third party indemnity provision for the benefit of the company's directors was in force

Statement of directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to reappoint them as auditors will be proposed at the next annual general meeting

On behalf of the Board

D M Bard Director

Date

25/10/2012.

Independent auditor's report

TO THE MEMBERS OF ACADEMY INSURANCE SERVICES LIMITED

We have audited the financial statements of Academy Insurance Services Limited for the year ended 30 June 2012 which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/private cfm

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 June 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice,
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements

Independent auditor's report (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

BDOLLP

Christopher Pooles, (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
Reading
United Kingdom

Date ZS OCTOBER 2012

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

Profit and loss account for the year ended 30 June 2012

	Note	2012 £	2011 £
Turnover	2	8,547,698	8,796,737
Administrative expenses		8,389,222	8,898,289
Operating profit before share based payment expense and	 - · · ·	007.040	00.040
amortisation of goodwill Share based payment expense		297,218	30,810 50,000
Amortisation of goodwill		138,742	82,362
Operating profit/(loss)	5	158,476	(101,552)
Interest receivable		30,322	28,098
Interest payable	6	(33,536)	(41,252)
Profit/(loss) on ordinary activities before taxation		155,262	(114,706)
Taxation on profit/(loss) from ordinary activities	7	(81,152)	(677)
Profit/(loss) on ordinary activities after taxation	16	74,110	(115,383)

All amounts relate to continuing activities
All recognised gains and losses are included in the profit and loss account

Balance sheet at 30 June 2012

Company number 3041967	Note	2012 £	2012 £	2011 £	2011 £
Fixed assets		~		~	-
Intangible assets	8		259,792		71,034
Tangible assets	9		387,938		502,611
			647,730		573,645
Current assets			•		, , , , , , , , , , , , , , , , , , , ,
Debtors	10	3,448,273		4,858,277	
Cash at bank	11	1,287,349		1,557,422	
		4,735,622		6,415,699	
Creditors: amounts falling due					
within one year	12	(4,487,607)		(6,167,709)	
Net current assets			248,015		247,990
			895,745		821,635
Capital and reserves					
Called up share capital	14		260,000		260,000
Profit and loss account	16		585,745		511,635
Capital contribution	16		50,000		50,000
Shareholder's funds	17		895,745		821,635

The financial statements were approved by the Board and authorised for issue on 25 Octobre 2012

D M Bard Director

The notes on pages 7 to 15 form part of these financial statements

Notes forming part of the financial statements for the year ended 30 June 2012

1 Accounting policies

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards. The following principal accounting policies have been applied

Turnover

Turnover represents commissions and fees earned from customers, which are recognised when the company has performed its obligations

Cash flow statement

The company has taken advantage of the exemption conferred by Financial Reporting Standard 1 'Cash Flow Statements (Revised 1996)' not to prepare a cash flow statement on the grounds that at least 90% of the voting rights in the company are controlled within the group headed by The Unbeatable Group Limited and the company is included in its consolidated financial statements

Depreciation

Depreciation is provided to write off the cost, less estimated residual values, of all fixed assets over their expected useful lives. It is calculated on a straight line basis at the following rates

Computer equipment

20% per annum

Fixtures and fittings

20% per annum

Motor vehicles

20% - 33% per annum

Goodwill

Purchased goodwill is amortised over 2-3 years, following acquisition

Deferred taxation

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date. The recognition of deferred tax assets is limited to the extent that the company anticipates to make sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted

Leased assets

Operating lease rentals are charged to the profit and loss account on a straight-line basis over the lease term

Pension costs

Contributions to the company's defined contribution pension scheme are charged to the profit and loss account in the period in which they become payable

Notes forming part of the financial statements for the year ended 30 June 2012 (continued)

1 Accounting policies (continued)

Share based payments

FRS 20, 'Share Based Payments', requires the recognition of share based payments at a fair value at the date of grant

The fair value of employee share option plans is measured at the date of grant of the option. The resulting cost, as adjusted for the expected and actual level of vesting of the options, is charged to income over the period in which the options vest. At each balance sheet date before vesting, the cumulative expense is calculated, representing the extent to which the vesting period has expired and managements' best estimate of the achievement or otherwise of non-market conditions, of the number of equity instruments that will ultimately vest. The movement in cumulative expense since the previous balance sheet date is recognised in the income statement with a corresponding entry in equity.

Assets and liabilities relating to insurance transactions

The company acts as an agent in placing the insurance business of its clients and generally the company is not liable as principal for amounts arising from such transactions. The company is entitled to retain any investment income arising from the cash flows attributable to these transactions and has therefore included debtors, creditors and cash balances relating to insurance transactions within the assets and liabilities of the company.

Employee Benefit Trust

An Employee Benefit Trust ("EBT") arrangement exists for the benefit of the directors and staff of the Company Payments in connection with the EBT are charged to the profit and loss account in the period for which the benefits accrue to the individual employees and directors

In accordance with UITF Abstract 32, Employee Benefit Trusts and Other Intermediate Payment Arrangements, the company includes the assets and liabilities of the EBT on its balance sheet where it retains a future economic benefit from the assets of the EBT or has control of the rights or other access to those future economic benefits

2 Turnover

All turnover is derived from commissions and fees earned from insurance policies sold wholly within the United Kingdom

3 Employees

• •	2012	2011
Staff costs (including directors) consist of	£	£
Wages and salaries	2,744,886	2,602,012
Incentivisation payment	1,800,000	2,800,000
Social security costs	351,371	291,543
Pension costs	38,632	34,364
Share based payments	<u> </u>	50,000
	4,934,889	5,777,919

Notes forming part of the financial statements for the year ended 30 June 2012 *(continued)*

3	Employees (continued)		
	The average monthly number of employees, including directors, during the year was as follows		
	.	2012 Number	2011 Number
	Full time	108	105
4	Directors' emoluments		
		2012 £	2011 £
	Directors' emoluments consist of		
	Fees and remuneration for management services	121,981	127,692
	Emoluments of Highest paid director	65,024	72,738
5	Operating profit/(loss)	2012 £	2011 £
	This is arrived at after charging	_	~
	Depreciation Amortisation of goodwill Auditors' remuneration	203,671 138,742	190,390 82,362
	- audit services - services relating to taxation - all other services Operating lease rentals - land and buildings	27,000 5,200 3,000 267,810	25,200 143,940 3,881 293,620
6	Interest payable	2012 £	2011 £
	Other loans	33,536	41,252

Notes forming part of the financial statements for the year ended 30 June 2012 *(continued)*

		Taxation on profit/(loss) from ordinary activities
201	2012	
	£	Current tax
4,73	95,010	UK corporation tax on profit/(loss) of the year
3,79	(8,011)	Adjustments in respect of prior periods
8,52	86,999	Total current tax
		Deferred tax
(8,09 24	(6,319) 472	Origination and reversal of timing differences Effect of tax rate change on opening balance
	81,152	Taxation on profit/(loss) on ordinary activities
——————————————————————————————————————		
	andard rate of corp	The tax assessed for the year is calculated at a rate that is different to the the UK. The differences are explained below
corporation ta		
corporation ta	2012	the UK The differences are explained below
corporation ta	2012 £	the UK The differences are explained below Profit/(loss) on ordinary activities before tax
corporation ta	2012 £	the UK The differences are explained below
(23,88	2012 £ 155,262 ———————————————————————————————————	Profit/(loss) on ordinary activities before tax Profit/(loss) on ordinary activities at the standard rate of corporation tax in the UK of 25 50% (2011 - 20 75%) Effects of
20:	2012 £ 155,262	Profit/(loss) on ordinary activities before tax Profit/(loss) on ordinary activities at the standard rate of corporation tax in the UK of 25 50% (2011 - 20 75%) Effects of Expenses not deductible for tax purposes
(23,8)	2012 £ 155,262 39,592 46,339	the UK The differences are explained below Profit/(loss) on ordinary activities before tax Profit/(loss) on ordinary activities at the standard rate of corporation tax in the UK of 25 50% (2011 - 20 75%) Effects of Expenses not deductible for tax purposes Depreciation for period in excess of capital allowances/(capital allowances)
(23,8) (1,2)	2012 £ 155,262 39,592 46,339 14,006	Profit/(loss) on ordinary activities before tax Profit/(loss) on ordinary activities at the standard rate of corporation tax in the UK of 25 50% (2011 - 20 75%) Effects of Expenses not deductible for tax purposes Depreciation for period in excess of capital allowances/(capital allowances in excess of depreciation)
(23,8) (1,2 3,7)	2012 £ 155,262 39,592 46,339	the UK The differences are explained below Profit/(loss) on ordinary activities before tax Profit/(loss) on ordinary activities at the standard rate of corporation tax in the UK of 25 50% (2011 - 20 75%) Effects of Expenses not deductible for tax purposes Depreciation for period in excess of capital allowances/(capital allowances in excess of depreciation) Adjustments in respect of prior periods
(23,8) (1,2)	2012 £ 155,262 39,592 46,339 14,006	the UK The differences are explained below Profit/(loss) on ordinary activities before tax Profit/(loss) on ordinary activities at the standard rate of corporation tax in the UK of 25 50% (2011 - 20 75%) Effects of Expenses not deductible for tax purposes Depreciation for period in excess of capital allowances/(capital allowances in excess of depreciation)

Notes forming part of the financial statements for the year ended 30 June 2012 (continued)

Intangible assets	
	Goodwill £
Cost At 1 July 2011 Additions	2,303,980 327,500
At 30 June 2012	2,631,480
Amortisation At 1 July 2011 Provided for the year	2,232,946 138,742
At 30 June 2012	2,371,688
Net book value At 30 June 2012	259,792
At 30 June 2011	71,034
	At 1 July 2011 Additions At 30 June 2012 Amortisation At 1 July 2011 Provided for the year At 30 June 2012 Net book value At 30 June 2012

The above goodwill relates to acquisitions of books of insurance policies and/or businesses from third parties

Notes forming part of the financial statements for the year ended 30 June 2012 (continued)

9	Tangible assets				
		Motor vehicles £	Computer equipment £	Fixtures and fittings £	Total £
	Cost				
	At 1 July 2011	306,361	491,238	530,919	1,328,518
	Additions	(20.267)	60,106	45,940	106,046
	Disposals	(39,367)	(110,257)	-	(149,624)
	At 30 June 2012	266,994	441,087	576,859	1,284,940
	Depreciation				
	At 1 July 2011	120,993	346,503	358,411	825,907
	Provided for the year	66,416	62,222	75,033	203,671
	Disposals	(22,319)	(110,257)	-	(132,576)
	At 30 June 2012	165,090	298,468	433,444	897,002
	Net book value				
	At 30 June 2012	101,904	142,619	143,415	387,938
	At 30 June 2011	185,368	144,735	172,508	502,611
10	Debtors				
				2012 £	2011 £
	Insurance transaction debtors			1,847,946	1,407,108
	Amount owed by parent undertaking			863,674	815,674
	Other debtors			83,497	1,909,060
	Prepayments and accrued income Deferred tax asset			634,313 18,843	713,439 12,996
	Deletted tax asset				12,990
				3,448,273	4,858,277

All amounts shown under debtors fall due for payment within one year

11 Cash at bank

Cash at bank at the year end includes insurance premiums received on behalf of customers placed in a separate clients' account amounting to £644,085 (2011 - £771,212)

Notes forming part of the financial statements for the year ended 30 June 2012 (continued)

12	Creditors amounts falling due within one year		
		2012 £	2011 £
		£	r.
	Insurance transaction creditors	2,492,031	2,178,320
	Trade creditors	204,844	308,301
	Corporation tax	91,729	4,730
	Taxation and social security	75,089	72,229
	Other creditors	170,513	45,49
	Other loans	500,000	2,550,000
	Accruals and deferred income	953,401	1,008,630
		4,487,607	6,167,709
			
13	Deferred taxation		
			£
	At 1 July 2011		12,996
	Credited to profit and loss account		5,847
	At 30 June 2012		18,843
		2012	2011
		£	£
	The deferred tax asset consists of the following		
	Accelerated capital allowances	6,843	2,996
	Short term timing differences	12,000	10,000
		18,843	12,996
14	Share capital		
		2012 £	201
	Allotted, called up and fully paid	r.	•
	rinottou, cuitou up una tung paia	260,000	260,000

15 Pensions

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge included within salaries and wages represents contributions payable by the company to the fund.

Notes forming part of the financial statements for the year ended 30 June 2012 (continued)

16	Reserves		Profit
		Capital	and loss
		contribution	account
		£	£
	At 1 July 2011	50,000	511,635
	Profit for the year		74,110
	At 30 June 2012	50,000	585,745
17	Reconciliation of movements in shareholder's funds	- 	
		2012 £	2011 £
	Profit/(loss) for the year	74,110	(115,383)
	Share based payments		50,000
	Net movements in shareholder's funds	74,110	(65,383)
	Opening shareholder's funds	821,635	887,018
	Closing shareholder's funds	895,745	821,635
40	Commitments under engratura legges		
18	Commitments under operating leases		
	As at 30 June 2012 the company had annual commitments under non-canobelow	ellable operating le	ases as set out
		Land and	Land and
		buildings 2012	buildings 2011
	Operating leases which expire	£	£

14	
----	--

18,875

20,000

46,950

148,791

234,616

7,253

107,200

128,153

242,606

Within one year

After five years

Within one to two years

Within two to five years

Notes forming part of the financial statements for the year ended 30 June 2012 (continued)

19 Contingent liabilities

The company has entered into a number of arrangements to incentivise employees over the years. H M Revenue & Customs have made enquiries into these arrangements and have notified the company that there is a possibility that additional amounts of tax may become payable by the company as a result of these enquiries. The directors are unable to quantify any amount that H M Revenue & Customs may seek to recover or the time frame over which any enquiry may take place. However, the directors are of the opinion, having taken counsel's advice, that the company has complied in full with the relevant tax legislation in respect of these arrangements. Accordingly no provision for any liability from these enquiries has been made in the financial statements.

20 Related party disclosures

The company has taken advantage of the exemption conferred by Financial Reporting Standard 8 "Related party disclosures" not to disclose transactions with members of the group headed by The Unbeatable Group Limited on the grounds that all of the voting rights in the company are controlled within that group and the company is included in its consolidated financial statements. The consolidated financial statements are publicly available and may be obtained from Companies House

The company has entered into agreements to lease premises from Caramello Services Limited, a company owned by the trustees of settlements of which both D M Bard and K R Munn are beneficiaries. The rent charged to the profit and loss account in respect of these premises during the year was £43,750 (2011 - £43,750). During the year no payments (2011 - £7,792) were made on behalf of Caramello Services Limited with no balance outstanding at year end (2011 - £43,750).

The Trustees of the David Morgan Bard 2005 Family Trust and the Trustees of the Kevin Richard Munn 2005 Family Trust have made loans of £250,000 and £500,000, respectively, to the company The amount owed to these trusts at 30 June 2012 was £500,000 (2011 - £750,000) and is shown within "other loans" on the balance sheet Interest of £15,001 (2011 - £14,708) was charged to the profit and loss account in respect of these loans during the year

During the prior year loan notes totalling £4 6m were issued to the company's directors, D M Bard and K R Munn. All balances had been repaid by 30 June 2012. The loan notes bear interest of the greater of base rate plus 1 5% or the official rate, capped at 2% per annum. Interest charged to the profit and loss account in the year amounted to £18,535 (2011 - 26,544).

In the prior year, K R Munn sold a motor vehicle to the company for £13,367 and purchased a motor vehicle from the company for £42,461

In the prior year V Farrelly purchased a car from the company for £1,000

At year end a balance of £3,305 (2011 - £8,000) was due from D M Bard and K R Munn in respect of transactions paid on their behalf by the company

21 Ultimate holding and controlling entity

The company is a wholly owned subsidiary of The Unbeatable Group Limited (incorporated in UK) which is regarded by the directors as the company's immediate controlling party and ultimate parent company at 30 June 2012

Copies of the consolidated financial statements of The Unbeatable Group Limited are available from Companies House

The pages which follow do not form part of the statutory financial statements of the company

Trading and profit and loss account for the year ended 30 June 2012

	2012 £	2012 £	2011 £	2011 £
Turnover	L	r.	T.	£
Commissions and fees received		8,547,698		8,796,737
Other income				
Interest received Interest payable		30,322 (33,536)		28,098 (41,252)
Less: overhead expenses		8,544,484		8,783,583
Establishment Administration Financial and other charges Depreciation and amortisation	614,371 6,755,611 676,826 342,414		517,546 7,601,477 507,514 271,752	
		8,389,222		8,898,289
Profit/(loss) on ordinary activities before taxation		155,262		(114,706)

Trading and profit and loss account for the year ended 30 June 2012 *(continued)*

	2012	2011
Establishment	£	£
Establishment		
Rent	299,369	293,620
Rates	86,358	73,576
Light, heat and water	46,015	45,313
Property maintenance	126,479	57,824
Cleaning	56,150 	47,213
	614,371	517,546
Administration		
	3,134,889	2 027 010
Salaries and national insurance	1,800,000	2,927,919 2,800,000
Incentivisation payment Staff training	16,833	5,855
Staff welfare	154,730	156,502
Staff subsistence	405	545
Insurance	32,693	29,597
Postage	129,052	131,743
Stationery and printing	105,219	107,353
Telephone	150,201	140,204
Advertising	809,397	809,133
Office equipment costs	54,671	33,389
Computer costs	202,232	210,951
Travel expenses	129,127	119,869
General expenses	26,379	68,029
Entertaining	9,783	10,388
Share based payments	-	50,000
	6,755,611	7,601,477
Financial and other charges	· 	
Professional fees, audit and accountancy	359,484	364,467
Bank charges	15,564	14,463
Credit card charges	102,300	97,128
Introductory commissions	92,268	26,211
Bad debts	107,210	5,245
	676,826	507,514
Depreciation and amortisation		
Tangula fixed assets	203,672	190,390
Tangible fixed assets Amortisation of goodwill	138,742	82,362
(Profit)/loss on disposal of fixed assets	-	(1,000)
	 342,414	271,752